RUTA STANLEY L

Form 4

February 06, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * RUTA STANLEY L

2. Issuer Name and Ticker or Trading Symbol

TRACTOR SUPPLY CO /DE/ [TSCO]

(First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/04/2009

(Street)

(Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below) EVP - Store Ops

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BRENTWOOD, TN 37027

(State)

200 POWELL PLACE

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Securities Beneficially Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common 29,427 D stock

Stock Common Ι Purchase 4,701 stock Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

1

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)			
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option	\$ 3.3574							01/25/2006	01/25/2011	Common stock	14,8
Employee Stock Option	\$ 8.9075							01/24/2005	01/24/2012	Common stock	20,7
Employee Stock Option	\$ 19.64							01/23/2006	01/23/2013	Common stock	20,0
Employee Stock Option	\$ 42.65							01/22/2007	01/22/2014	Common stock	15,0
Employee Stock Option	\$ 36.395							02/02/2007	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395							02/02/2008	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395							02/02/2009	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 36.395							02/02/2010	02/02/2015	Common stock	3,75
Employee Stock Option	\$ 61.27							02/09/2007	02/09/2016	Common stock	6,66
Employee Stock Option	\$ 61.27							02/09/2008	02/09/2016	Common stock	6,66
Employee Stock	\$ 61.27							02/09/2009	02/09/2016	Common stock	6,66

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\$ 46.165				02/07/2008	02/07/2017	Common stock	6,33 (1)
\$ 46.165				02/07/2009	02/07/2017	Common stock	6,33 (1)
\$ 46.165				02/07/2010	02/07/2017	Common stock	6,33 (1)
\$ 46.165				02/07/2010	(3)	Common stock	5,50
\$ 38.45				02/06/2009	02/06/2018	Common stock	8,50 (1)
\$ 38.45				02/06/2010	02/06/2018	Common stock	8,50 (1)
\$ 38.45				02/06/2011	02/06/2018	Common stock	8,50 (1)
\$ 38.45				02/06/2011	(3)	Common stock	6,47
\$ 34.355	02/04/2009	A	9,820	02/04/2010	02/04/2019	Common stock	9,82
\$ 34.355	02/04/2009	A	9,820	02/04/2011	02/04/2019	Common stock	9,82
\$ 34.355	02/04/2009	A	9,820	02/04/2012	02/04/2019	Common stock	9,82
\$ 34.355	02/04/2009	A	12,973	02/04/2012(3)	(3)	Common stock	12,9
	\$ 46.165 \$ 46.165 \$ 38.45 \$ 38.45 \$ 38.45 \$ 34.355 \$ 34.355	\$ 46.165 \$ 46.165 \$ 38.45 \$ 38.45 \$ 38.45 \$ 38.45 \$ 34.355 02/04/2009 \$ 34.355 02/04/2009	\$ 46.165 \$ 46.165 \$ 38.45 \$ 38.45 \$ 38.45 \$ 34.355 02/04/2009 A \$ 34.355 02/04/2009 A	\$ 46.165 \$ 46.165 \$ 38.45 \$ 38.45 \$ 38.45 \$ 38.45 \$ 34.355	\$ 46.165	\$ 46.165	\$46.165 \$46.165 \$2/07/2009 \$2/07/2010 \$2/07/2017 \$2 Common stock \$46.165 \$2/07/2010 \$2/07/2010 \$2 Common stock \$38.45 \$38.45 \$2/06/2009 \$2/06/2018 \$2 Common stock \$38.45 \$2 02/06/2010 \$2/06/2010 \$2 Common stock \$38.45 \$2 02/06/2010 \$2/06/2011 \$2 Common stock \$38.45 \$2 02/06/2011 \$2 Common stock \$38.45 \$38.45 \$2 02/06/2011 \$2 Common stock \$38.45 \$38.45 \$2 02/06/2011 \$3 Common stock \$34.355 \$2 02/04/2009 \$4 9.820 \$2 02/04/2011 \$2 Common stock \$34.355 \$2 02/04/2009 \$4 9.820 \$2 02/04/2012 \$2 Common stock \$34.355 \$34.355 \$32/04/2009 \$4 9.820 \$32/04/2012 \$3 02/04/2012 \$3 Common stock \$34.355

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
			EVP - Store Ops				

Reporting Owners 3

RUTA STANLEY L 200 POWELL PLACE BRENTWOOD, TN 37027

Signatures

Stanley L. Ruta by /s/ David C. Lewis, as Attorney-in-fact

02/06/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Number of shares are rounded to the nearest whole number.
- (2) Each restricted stock unit represents a contingent right to receive one share of Tractor Supply Company common stock.
- (3) The restricted stock units vest at the end of the third anniversary of the date of grant. Vested shares will be delivered to the reporting person on that anniversary date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 4